

3-021A002

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15704-B

JAN 21 1993 10 48 AM

INTERSTATE COMMERCE COMMISSION

January 21, 1993

Recordation No. 15704-B

Dear Mr. Strickland:

On behalf of BOT Financial Corporation, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, executed counterparts of a secondary document, not previously recorded, entitled Termination of Lease ("Termination").

The executing party of the enclosed Termination is:  
General Electric Capital Corporation, (Assignee of  
Federal Deposit Insurance Corporation,  
as Receiver for New Bank of New England, N.A.,  
assignee of NEMLC Leasing Associates No. 3)  
44 Old Ridgeway Road  
Danbury, Connecticut 06810

The said Termination, terminates and cancels of record that certain Railcar Lease Agreement, dated as of February 20, 1988, and recorded with the Interstate Commerce Commission on July 6, 1988, under Recordation No. 15704, and should be recorded under the next available letter under Recordation No. 15704 which we believe will be -B.

The units of equipment covered by the Termination are all units identified in the aforesaid Equipment Lease recorded under Recordation No. 15704.

A short summary of the Termination to appear in the ICC Index is as follows:

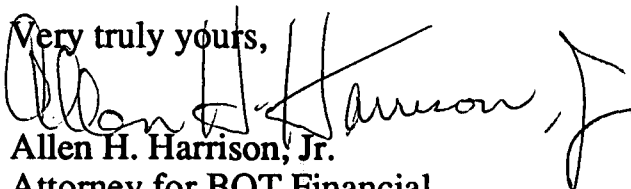
"Complete termination of Lease under 15704"

Countryland - G. H. Harrison

Enclosed is a check in the amount of sixteen dollars (\$16.00) in payment of the filing fees.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink, appearing to read "Allen H. Harrison, Jr.", with a large, stylized flourish at the end.

Allen H. Harrison, Jr.  
Attorney for BOT Financial  
Corporation for the purpose  
of this filing

Honorable Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20231  
Enclosures

BY HAND

**Interstate Commerce Commission**

Washington, D.C. 20423

Jan 21, 1993

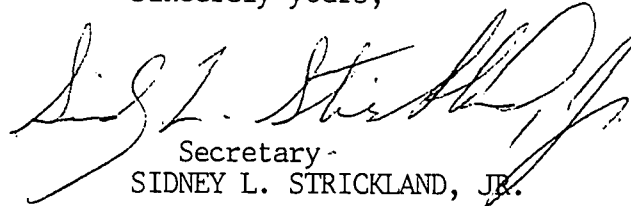
OFFICE OF THE SECRETARY

Allen H. Harrison, Jr.  
1275 K Street N.W.  
Suite 850  
Washington, D.C. 20005

Dear Sir;

The enclosed document(s) was recorded pursuant to the provisions  
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,  
on **Jan. 21, 1993** at **10:40AM**, and assigned  
recordation number(s). **15704-B**

Sincerely yours,



Secretary -  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

274 \*

15704-B

JAN 21 1993 10 42 AM

TERMINATION OF LEASE

THIS TERMINATION OF LEASE is made as of January 21, 1993 by General Electric Capital Corporation ("GECC"), Assignee of Federal Deposit Insurance Corporation, as Receiver for New Bank of New England, N.A. ("New Bank"), Assignee of NEMLC Leasing Associates No. 3, a Massachusetts limited partnership ("NEMLC No. 3").

WITNESSETH:

WHEREAS, by that certain Railcar Lease Agreement dated as of February 20, 1988, recorded with the Interstate Commerce Commission on July 6, 1988 under Recordation No. 15704 (the "Union Pacific Lease"), NEMLC No. 3 did lease to Union Pacific Railroad Company ninety-four (94) 50' 6" 70 ton, roller bearing, Plate C boxcars built by Pickens Railroad in 1979 (the "Union Pacific Cars"); and

WHEREAS, pursuant to that certain unrecorded Assignment and Assumption Agreement, dated as of July 12, 1991, NEMLC No. 3 assigned to New Bank all of its right, title and interest in, to and under the Illinois Central Cars and the aforesaid Union Pacific Lease; and

WHEREAS, the Comptroller of the Currency appointed, effective July 13, 1991, the Federal Deposit Insurance Corporation as Receiver of New Bank (the "Receiver"); and

WHEREAS, by that certain unrecorded Asset Purchase Agreement and Bill of Sale, dated as of September 30, 1991, GECC acquired, among other things, the Boxcars remaining in the said Union Pacific Lease, from Receiver, subject to a Delayed Closing predicated upon the rail cars being located in certain states; and

WHEREAS, the Delayed Closing took place in accordance with the terms of the aforesaid Asset Purchase Agreement; and

WHEREAS, by that certain Assignment of Lease dated as of December 19, 1991, recorded with the ICC on December 23, 1991 under Recordation No. 15704-A, Receiver assigned to GECC the Union Pacific Lease; and

WHEREAS, the duties and obligations of the parties to the Union Pacific Lease have been satisfied and discharged;

NOW, THEREFORE, in consideration of the promises and covenants in the documents set forth above by reference, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and with authority to issue and execute this document, intending to be legally bound, and recognizing the need to officially terminate of record the said Union Pacific Lease in the files of the ICC, GECC hereby terminates and cancels in toto the Union Pacific Lease, effective NUNC PRO TUNC to the termination date set forth by the terms of the Union Pacific Lease and in all events as of the date hereinabove first written.

IN WITNESS WHEREOF, GECC has caused this Termination of Lease to be executed in its name, by an officer thereof duly authorized, all as of the date hereinabove first written.

GENERAL ELECTRIC CAPITAL  
CORPORATION, Assignee of FEDERAL  
DEPOSIT INSURANCE CORPORATION,  
as Receiver for NEW BANK OF NEW  
ENGLAND, N.A., Assignee of NEMLC  
LEASING ASSOCIATES NO. 3

By: James R. Newman  
Name: James R. Newman  
Title: Credit Manager  
Date: Jan 20, 1993

COMMONWEALTH OF MASSACHUSETTS )  
 ) ss:  
COUNTY OF SUFFOLK )

On the 20th day of January, 1993, before me personally appeared the within named James R. Newman, to me personally known, who, being by me duly sworn, says that he/she is Credit Manager of General Electric Capital Corporation, that he/she is duly authorized to execute the foregoing instrument on behalf of General Electric Capital Corporation and that the said instrument was signed on behalf of the said Corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Corporation.

Mark A. Newman  
Notary Public

[Notary Seal]

My Commission expires 7/1/99.